

RECORDATION NO. 27846 **FILED**

MAR 12 '09 -4 00 PM

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SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A LESTER

March 12, 2009

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement, dated as of September 26, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: General Electric Railcar Services Corporation
161 North Clark Street, 7th Floor
Chicago, IL 60601

[Lessee: Central Power and Lime, Inc.
10311 Cement Plant Rd
Brooksville, FL 34601]

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

62 railcars within the series CMIX 101 - CMIX 223 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem
Enclosures

RECORDATION NO. 27840 FILED

MAR 12 '09 -4 00 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE AGREEMENT

This Memorandum of Lease Agreement is dated as of September 26, 2007 by General Electric Railcar Services Corporation, a Delaware corporation (the "Lessor").

W I T N E S S E T H:

As of the date hereof, the Lessor and Central Power and Lime, Inc., a Florida corporation (the "Lessee"), are parties to that certain Rider No. 3 dated June 5, 2006 (the "Lease Agreement"), which incorporates by reference the terms of that certain Car Leasing Agreement 2151-97-01 dated November 21, 1997 between the Lessor and the Lessee, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad cars listed in Exhibit A hereto.

IN WITNESS WHEREOF, the undersigned has caused this memorandum to be duly executed by its officer duly authorized as of the date hereof.

GENERAL ELECTRIC RAILCAR
SERVICES CORPORATION

By: 

Name: Mark Stefani

Title: Vice President

[Memorandum of Lease Agreement]

STATE OF ILLINOIS

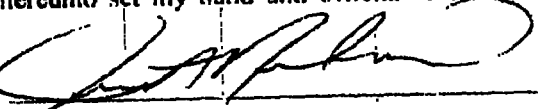
) SS:

COUNTY OF COOK

On this, the 26th day of September, 2007, before me, a Notary Public in and for said County and State, personally appeared Mark Stefani, a Vice President of General Electric Railcar Services Corporation, who acknowledged himself to be a duly authorized officer of General Electric Railcar Services Corporation, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.




Name: _____
Notary Public

My Commission Expires: 2/20/2010
Cook Co.

[Memorandum of Lease Agreement]

**EXHIBIT A
CAR LIST**

<u>Unit</u> <u>Count</u>	<u>Car</u> <u>Mark</u>	<u>Car</u> <u>Number</u>
1	CMIX	101
2	CMIX	103
3	CMIX	108
4	CMIX	111
5	CMIX	114
6	CMIX	118
7	CMIX	120
8	CMIX	121
9	CMIX	126
10	CMIX	134
11	CMIX	135
12	CMIX	136
13	CMIX	146
14	CMIX	147
15	CMIX	148
16	CMIX	152
17	CMIX	153
18	CMIX	154
19	CMIX	157
20	CMIX	158
21	CMIX	159
22	CMIX	160
23	CMIX	161
24	CMIX	162
25	CMIX	163
26	CMIX	164
27	CMIX	168
28	CMIX	169
29	CMIX	171
30	CMIX	172
31	CMIX	173
32	CMIX	175
33	CMIX	176
34	CMIX	177
35	CMIX	179
36	CMIX	180
37	CMIX	183
38	CMIX	187
39	CMIX	188
40	CMIX	189
41	CMIX	190
42	CMIX	191
43	CMIX	192
44	CMIX	193
45	CMIX	195
46	CMIX	196
47	CMIX	197
48	CMIX	198
49	CMIX	199
50	CMIX	202
51	CMIX	203
52	CMIX	204
53	CMIX	205
54	CMIX	206
55	CMIX	207
56	CMIX	208
57	CMIX	209
58	CMIX	210
59	CMIX	218
60	CMIX	221
61	CMIX	222
62	CMIX	223

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

3/12/09



Robert W. Alvord